

RECORDATION NO. 23995-A FILED

OCT 07 '04 3:02 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

October 7, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Collateral, dated as of October 7, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Security Agreement- Chattel Mortgage previously filed with the Board under Recordation Number 23995.

The names and addresses of the parties to the enclosed document are:

Secured Party: Lombard US Equipment Finance Corporation  
222 South Riverside Plaza  
Chicago, Illinois 60606

Debtor: ACF Industries LLC  
620 North Second Street  
St. Charles, Missouri 63301

Mr. Vernon A. Williams  
October 7, 2004  
Page 2

A description of the railroad equipment covered by the enclosed document is:

533 railcars within the series SHPX 203614 - SHPX 300110.

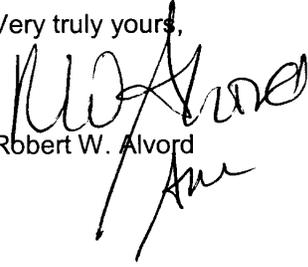
A short summary of the document to appear in the index is:

Release of Collateral.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

  
Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO.

23995-A  
FILED

OCT 07 '04

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RELEASE OF COLLATERAL

SURFACE TRANSPORTATION BOARD

This is Release of Collateral (the "Release") dated as of October \_\_, 2004, is entered into by and between ACF INDUSTRIES LLC, a Delaware limited liability company (successor to ACF INDUSTRIES, INCORPORATED) (the "Borrower") and LOMBARD US EQUIPMENT FINANCE CORPORATION, a New York corporation (the "Lender").

WHEREAS, the Borrower and the Lender, entered into the Security Agreement dated as of June 11, 2002 pursuant to which the Borrower assigned, mortgaged, pledged, hypothecated, transferred and set over to the Lender and granted the Lender a first priority lien on and security interest in all of the Borrower's right, title and interest in and to, among other things, certain railroad cars and related leases, to secure a certain loan made to the Borrower pursuant to that certain Term Loan Agreement dated as of June 11, 2002 (as amended and supplemented, the "Loan Agreement"), among the Borrower and the Lender.

WHEREAS, the Security Agreement was recorded on June 11, 2002 with the Surface Transportation Board, and deposited with the Registrar General of Canada.

NOW, THEREFORE, for good and valuable consideration the parties hereto hereby agree as follows:

1. Release of Security Interest. The Lender hereby releases, and terminates its security interest in, and all of its rights, title and interest in and to the following Collateral described in paragraphs (a), (b) and (c) hereof:

(a) Certain railcars which railcars are more fully described in Schedule A attached hereto (collectively, the "Equipment" or "Items of Equipment" and individually, an "Item of Equipment") together with all accessories, equipment, parts, additions, improvements, accessions, attachments, repairs and appurtenances appertaining or attached to such Equipment, and all substitutions, replacements accumulations or proceeds of any and all of said Equipment, together with all the records, rents, mileage credits earned, issues, income, profits, avails and other proceeds (including insurance proceeds) therefrom.

(b) All right, title, interest, claims and demands of the Borrower in, to and under each and every lease, including, without limitation, the leases set forth on Schedule A hereto, (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases) now or hereafter entered into relating to the Equipment but to and only to the extent relating to the Equipment (each such portion of such lease being an "Equipment Lease"), including any extensions of the term of every Equipment Lease, all of Borrower's rights under any Equipment Lease to make determinations, to exercise any election (including, but not limited to, election of remedies) or option or to give or receive any notice, consent, waiver or approval together with full power and authority with respect to any Equipment Lease to demand, receive, enforce, collect or give receipt for any of the foregoing rights or any property which is the subject of any of the Equipment Leases, to enforce or execute any checks, or other instruments or orders, to file any claims and to take any action which (in the opinion of the Lender) may be

necessary or advisable in connection with any of the foregoing insofar, but only insofar as such rights relate to the Equipment which is subject to such Equipment Leases, all records related to the Equipment Leases and all payments due and to become due under any Equipment Lease, whether as contractual obligations, damages, casualty payments, insurance proceeds or otherwise to the extent such payments are derived from the Equipment, together with all proceeds thereof (collectively, the "Equipment Lease Proceeds").

(c) All products and proceeds of any of the property described in (a) or (b) above, including, without limitation, (i) claims against third parties for loss or damage to or destruction of any of the property described in (a) or (b) above, (ii) cash, negotiable instruments and other instruments for the payment of money, chattel paper, security agreement or other documents, all accounts, chattel paper and general intangibles arising out of the sale, transfer or other disposition of any of the property described in (a) or (b) above, and (iii) all of Borrower's rights to receive return of any premiums for or proceeds of any insurance, indemnity, warranty or guaranty with respect to any of the property described in (a) or (b) above.

2. Interpretation. Except as otherwise defined in this Release, terms defined in the Security Agreement or by reference therein or in the Loan Agreement or by reference therein are used herein as defined therein.

3. Counterparts. This Release may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Release by signing any such counterpart.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Release in one or more counterparts as of the date first set forth above.

ACF INDUSTRIES LLC,  
as Borrower

By:   
Name: Robert J. Mitchell  
Title: Senior Vice President-Finance

LOMBARD US EQUIPMENT FINANCE  
CORPORATION, as Lender

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Signature Page to Release]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Release in one or more counterparts as of the date first set forth above.

ACF INDUSTRIES LLC,  
as Borrower

By: \_\_\_\_\_  
Name: Robert J. Mitchell  
Title: Senior Vice President-Finance

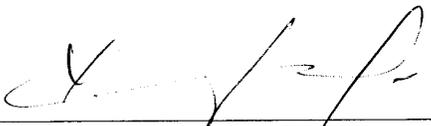
RBS LOMBARD, INC. formerly known as  
LOMBARD US EQUIPMENT FINANCE  
CORPORATION, as Lender

By:  \_\_\_\_\_  
Name: James R. Bates  
Title: VP

[Signature Page to Release]

STATE OF NEW YORK            )  
  ) ss.:  
COUNTY OF NEW YORK        )

On this 4<sup>th</sup> day of October, 2004, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that she resides in Nassau County, New York and is Senior Vice President of Finance of ACF Industries LLC; that said instrument was signed on behalf of said company on the date hereof by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



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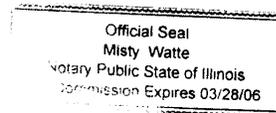
Notary Public

YEVGENY FUNDLER  
Notary Public State of New York  
No. 02FU6046929  
Qualified in New York County  
Commission Expires August 21, 2006

STATE OF Illinois )  
 ) ss.:  
Cook COUNTY )

On this fourth (4<sup>th</sup>) day of October, 2004, before me, personally appeared James R. Bates, to me known, who being by me duly sworn, says that he resides in Kane County, the State of Illinois and is Vice President of RBS LOMBARD, INC. formerly known as LOMBARD US EQUIPMENT FINANCE CORPORATION, that said instrument was signed on behalf of said company on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Misty Watte  
Notary Public



**SCHEDULE A**

**DESCRIPTION OF EQUIPMENT**

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

**DESCRIPTION OF LEASES**

Each of the user leases or lease schedules or riders with the contract rider number and the named lessee set forth in Schedule B to the letter agreement dated as of October 4, 2004 by and between ACF INDUSTRIES LLC and LOMBARD US EQUIPMENT FINANCE CORPORATION, insofar as they relate to covered hopper and tank railcars with the car numbers set forth on Annex A hereto.

ANNEX A

Rptg Mark	Car Number	Code	Contract
SHPX	203614	5	56650031
SHPX	203620	5	56650031
SHPX	203621	5	56650031
SHPX	203622	5	56650031
SHPX	203623	5	56650031
SHPX	203625	5	56650031
SHPX	203626	5	56650031
SHPX	203627	5	56650031
SHPX	203628	5	56650031
SHPX	203629	5	56650031
SHPX	203630	5	56650031
SHPX	204022	1482	7592
SHPX	204023	1482	7592
SHPX	204024	1482	7592
SHPX	204025	1482	7592
SHPX	204026	1482	7592
SHPX	204097	1482	7592
SHPX	204098	1482	7592
SHPX	204099	1482	7592
SHPX	204100	1482	7592
SHPX	204101	1482	7592
SHPX	204102	1482	7592
SHPX	204103	1482	7592
SHPX	204104	1482	7592
SHPX	204105	1482	7592
SHPX	204106	1482	7592
SHPX	204107	1482	7592
SHPX	204108	1482	7592
SHPX	204109	1482	7592
SHPX	204110	1482	7592
SHPX	204111	1482	7592
SHPX	204112	1482	7592
SHPX	204113	1482	7592
SHPX	204114	1482	7592
SHPX	204115	1482	7592
SHPX	204116	1482	7592
SHPX	204117	1482	7592
SHPX	204118	1482	7592
SHPX	204119	1482	7592
SHPX	204120	1482	7592
SHPX	204121	1482	7592
SHPX	204122	1482	7592
SHPX	204123	1482	7592
SHPX	204124	1482	7592
SHPX	204125	1482	7592
SHPX	204126	1482	7592
SHPX	204127	1482	7592
SHPX	204128	1482	7592
SHPX	204129	1482	7592
SHPX	204130	1482	7592
SHPX	204131	1482	7592
SHPX	204132	1482	7592
SHPX	204133	1482	7592
SHPX	204134	1482	7592
SHPX	204135	1482	7592

Rptg Mark	Car Number	Code	Contract
SHPX	204136	1482	7592
SHPX	204195	438	7652
SHPX	204196	438	7652
SHPX	204197	438	7652
SHPX	204198	438	7652
SHPX	204199	438	7652
SHPX	204200	438	7652
SHPX	204201	438	7652
SHPX	204202	438	7652
SHPX	204332	154	15220098
SHPX	204333	154	15220098
SHPX	204334	154	15220098
SHPX	204335	154	15220098
SHPX	204336	154	15220098
SHPX	204337	154	15220098
SHPX	204338	154	15220098
SHPX	204339	154	15220098
SHPX	204340	154	15220098
SHPX	204341	154	15220098
SHPX	204342	154	15220098
SHPX	204343	154	15220098
SHPX	204344	154	15220098
SHPX	204345	154	15220098
SHPX	204346	154	15220098
SHPX	204347	154	15220098
SHPX	204348	154	15220098
SHPX	204403	1482	7726
SHPX	204404	1482	7726
SHPX	204405	1482	7726
SHPX	204406	1482	7726
SHPX	204407	1482	7726
SHPX	204408	1482	7726
SHPX	204409	1482	7726
SHPX	204410	1482	7726
SHPX	204411	1482	7726
SHPX	204412	1482	7726
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SHPX	204414	1482	7726
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SHPX	204417	1482	7726
SHPX	204418	1482	7726
SHPX	204419	1482	7726
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SHPX	204422	1482	7726
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SHPX	204424	1482	7726
SHPX	204425	1482	7726
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SHPX	204427	1482	7726
SHPX	204428	1482	7726
SHPX	204429	1482	7726
SHPX	204430	1482	7726
SHPX	204431	1482	7726

Rptg Mark	Car Number	Code	Contract
SHPX	204432	1482	7726
SHPX	204433	1482	7726
SHPX	204434	1482	7726
SHPX	204435	1482	7726
SHPX	204436	1482	7726
SHPX	204437	1482	7726
SHPX	204438	1482	7726
SHPX	204439	1482	7726
SHPX	204440	1482	7726
SHPX	204441	1482	7726
SHPX	204442	1482	7726
SHPX	204443	1482	7726
SHPX	204444	1482	7726
SHPX	204445	1482	7726
SHPX	204446	1482	7726
SHPX	204447	1482	7726
SHPX	204448	1482	7726
SHPX	204453	1009	64060004
SHPX	204454	1009	64060004
SHPX	204455	1009	64060004
SHPX	204549	5	56650032
SHPX	204550	5	56650032
SHPX	204551	5	56650032
SHPX	204552	5	56650032
SHPX	204553	5	56650032
SHPX	204554	5	56650032
SHPX	204696	211	45100069
SHPX	204697	211	45100069
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SHPX	204699	211	45100069
SHPX	204700	211	45100069
SHPX	204701	211	45100069
SHPX	204702	211	45100069
SHPX	204703	211	45100069
SHPX	204704	211	45100069
SHPX	204705	211	45100069
SHPX	204706	211	45100069
SHPX	204707	211	45100069
SHPX	204708	211	45100069
SHPX	204805	1656	77900001
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SHPX	204807	1656	77900001
SHPX	204808	1656	77900001
SHPX	204809	1656	77900001
SHPX	204810	1656	77900001
SHPX	204811	1656	77900001
SHPX	204812	1656	77900001
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SHPX	204816	1656	77900001
SHPX	204817	1656	77900001
SHPX	204818	1656	77900001
SHPX	204819	1656	77900001
SHPX	204820	1656	77900001

Rptg Mark	Car Number	Code	Contract
SHPX	204821	1656	77900001
SHPX	204822	1656	77900001
SHPX	204823	1656	77900001
SHPX	204824	1656	77900001
SHPX	204825	1656	77900001
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SHPX	204831	1656	77900001
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SHPX	204833	1656	77900001
SHPX	204834	1656	77900001
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SHPX	204836	1656	77900001
SHPX	204837	1656	77900001
SHPX	204838	1656	77900001
SHPX	204839	1656	77900001
SHPX	204840	1656	77900001
SHPX	204841	1656	77900001
SHPX	204842	1656	77900001
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SHPX	204860	1656	77900001
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SHPX	204866	1656	77900001
SHPX	204867	1656	77900001
SHPX	204868	132	7803
SHPX	204869	132	7803
SHPX	204870	132	7803
SHPX	204871	132	7803
SHPX	204872	132	7803
SHPX	204873	132	7803
SHPX	204874	132	7803
SHPX	204875	132	7803
SHPX	204876	132	7803

Rptg Mark	Car Number	Code	Contract
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SHPX	204878	132	7803
SHPX	204879	132	7803
SHPX	204880	132	7803
SHPX	204881	132	7803
SHPX	204882	132	7803
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SHPX	204884	635	7805
SHPX	204885	635	7805
SHPX	204886	635	7805
SHPX	204887	635	7805
SHPX	204888	635	7805
SHPX	204889	635	7805
SHPX	204890	635	7805
SHPX	204891	635	7805
SHPX	204892	635	7805
SHPX	204893	635	7805
SHPX	204894	635	7805
SHPX	204895	635	7805
SHPX	204896	635	7805
SHPX	204897	635	7805
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SHPX	204905	635	7805
SHPX	204906	635	7805
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SHPX	205104	62	7858
SHPX	205105	62	7858
SHPX	205106	62	7858
SHPX	205108	62	7858
SHPX	205109	62	7858
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SHPX	220973	1688	7597
SHPX	220974	1688	7597
SHPX	220975	1688	7597
SHPX	220976	1688	7597

Rptg Mark	Car Number	Code	Contract
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SHPX	220978	1688	7597
SHPX	220979	1688	7597
SHPX	220980	1688	7597
SHPX	221023	450	65420021
SHPX	221024	450	65420021
SHPX	221025	450	65420021
SHPX	221026	450	65420021
SHPX	221027	450	65420021
SHPX	221028	450	65420021
SHPX	221029	450	65420021
SHPX	221030	450	65420021
SHPX	221031	450	65420021
SHPX	221032	450	65420021
SHPX	221033	450	65420021
SHPX	221034	450	65420021
SHPX	221035	450	65420022
SHPX	221036	450	65420022
SHPX	221037	450	65420022
SHPX	221038	450	65420022
SHPX	221039	450	65420022
SHPX	221040	450	65420022
SHPX	221041	450	65420022
SHPX	221042	450	65420022
SHPX	221043	450	65420022
SHPX	221044	450	65420022
SHPX	221045	450	65420022
SHPX	221046	450	65420022
SHPX	221047	450	65420022
SHPX	221048	450	65420023
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SHPX	221222	62	7714
SHPX	221224	62	7714
SHPX	221225	62	7714
SHPX	221226	62	7714
SHPX	221227	62	7714
SHPX	221228	62	7714

Rptg Mark	Car Number	Code	Contract
SHPX	221229	62	7714
SHPX	221230	62	7714
SHPX	221231	62	7714
SHPX	221232	62	7714
SHPX	221233	62	7714
SHPX	221234	62	7714
SHPX	221235	62	7714
SHPX	221238	62	7714
SHPX	221286	235	7777
SHPX	221287	235	7777
SHPX	221288	235	7777
SHPX	221289	235	7777
SHPX	221290	235	7777
SHPX	221291	235	7777
SHPX	221292	235	7777
SHPX	221293	235	7777
SHPX	221294	235	7777
SHPX	221295	235	7777
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SHPX	221402	1271	77410004
SHPX	221403	1271	77410004
SHPX	221404	1271	77410004
SHPX	221405	1271	77410004

Rptg Mark	Car Number	Code	Contract
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SHPX	221425	1271	77410005
SHPX	240400	423	63040022
SHPX	240401	423	63040022
SHPX	240402	423	63040022
SHPX	240403	423	63040022
SHPX	240404	423	63040022
SHPX	240405	423	63040022
SHPX	240406	423	63040022
SHPX	240407	423	63040022
SHPX	240408	423	63040022
SHPX	240409	423	63040022
SHPX	240410	423	63040022
SHPX	240411	423	63040022
SHPX	240412	423	63040022
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SHPX	300015	252	72280004
SHPX	300016	252	72280004
SHPX	300017	252	72280004

Rptg Mark	Car Number	Code	Contract
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SHPX	300070	252	72280004
SHPX	300071	252	72280004
SHPX	300072	252	72280004

Rptg Mark	Car Number	Code	Contract
SHPX	300073	252	72280004
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SHPX	300075	252	72280004
SHPX	300076	252	72280004
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SHPX	300105	252	72280004
SHPX	300106	252	72280004
SHPX	300107	252	72280004
SHPX	300108	252	72280004
SHPX	300109	252	72280004
SHPX	300110	252	72280004

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